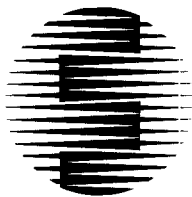


215626



**FLOTT
& Co.**
ATTORNEYS

A Virginia
Professional
Corporation

FILED

JAN 23 2005

**SURFACE
TRANSPORTATION BOARD**
January 23, 2006

BY HAND DELIVERY

Honorable Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423

FEE RECEIVED

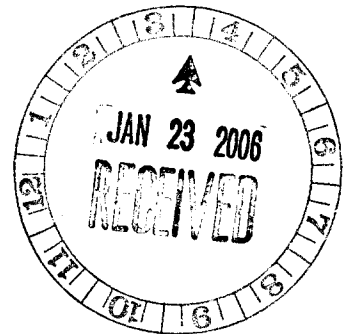
JAN 23 2005

**SURFACE
TRANSPORTATION BOARD**

ENTERED
Office of Proceedings

JAN 23 2006

Part of
Public Record



Re: CUSA, LLC – Acquisition of Control of America Charters, Ltd. et. al. – MCF-21014

EXPEDITED ACTION REQUESTED

Dear Secretary Williams:

Enclosed please find:

- the original and ten copies of an application pursuant to 49 U.S.C. §14303(a)(3) for approval of a transaction involving the acquisition of control over multiple motor passenger carriers;
- a check in the amount of \$1,700 for payment of the filing fee;
- a floppy disk containing the proposed *Federal Register* notice in Microsoft Word format; and
- a copy of this letter to be date stamped to acknowledge the date of time we filed this application.

We respectfully request the Board's expeditious handling of the Application as set out at Page 2 of this Application.

P.O. Box 17655
Courthouse Postal
Station
Arlington, Virginia
22216-7655

Please contact the undersigned, counsel for the purchaser, or Barry Mehlman, counsel for the sellers, should you need further assistance.

Yours truly,

Stephen Flott

2009 North 14th Street
Suite 600
Arlington, Virginia
22201-2514

Enclosures (14)

cc: **Barry Mehlman, Esq.**
Parties as Identified on the Application's Certificate of Service

703.525.5110
703.525.5122 FAX
www.flottco.com

EXPEDITED ACTION REQUESTED

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C.

FEE RECEIVED

JAN 23 2006

SURFACE
TRANSPORTATION BOARD

STB DOCKET NO. MCF-21014

CUSA, LLC



-- ACQUISITION OF CONTROL --

AMERICA CHARTERS, LTD.; AMERICAN COACH LINES, INC., AMERICAN COACH
LINES OF ATLANTA, INC.; AMERICAN COACH LINES OF JACKSONVILLE, INC.;
AMERICAN COACH LINES OF MIAMI, INC.; AMERICAN COACH LINES OF
ORLANDO, INC.; DILLON'S BUS SERVICE, INC.; FLORIDA CRUISE CONNECTION,
INC.; MIDNIGHT SUN TOURS, INC.; SOUTHERN COACH COMPANY;
AND SOUTHERN TOURS, INC.

FILED

JAN 23 2006

SURFACE
TRANSPORTATION BOARD

VERIFIED APPLICATION
OF
CUSA, LLC

ENTERED
Office of Proceedings

JAN 23 2006

Part of
Public Record

Applicant CUSA, LLC ("CUSA" or "Applicant") of 5430 LBJ Freeway, 3 Lincoln Center, Suite 1075, Dallas, TX 75240 pursuant to 49 U.S.C. 14303 and 49 CFR 1182.1 et. seq., seeks Surface Transportation Board ("Board") approval to acquire control of all of the outstanding stock of American Coach Lines, Inc. ("ACL") from ACL Acquisition LLC, William Bergstrom, George Del Pino, Mark Kontinen, John Garrett, Bruce Bechard, Robert Finke, Ron Dillon, Sr., and Vesa Nikunen (collectively "Sellers"). When CUSA acquires control of ACL, it will also obtain control of the following federally-authorized motor passenger carriers which are wholly-owned subsidiaries of ACL: America Charters, Ltd.; American Coach Lines of Atlanta, Inc.; American Coach Lines of Jacksonville, Inc.; American Coach Lines of Miami,

Inc.; American Coach Lines of Orlando, Inc.; Dillon's Bus Service, Inc.; Florida Cruise Connection, Inc.; Midnight Sun Tours, Inc.; Southern Coach Company; and Southern Tours, Inc. (collectively "Acquired Companies").¹

In support of this Application, CUSA states as follows:

REQUEST FOR EXPEDITED BOARD ACTION

Applicant respectfully requests that the Board expedite its processing and treatment of this Application, and, if possible, publish a tentative decision in this matter within 15 days of this application's filing or as soon thereafter as possible. Such expedited processing is within the Board's statutory authority and is consistent with its obligation to promote the public interest. This transaction will be virtually invisible to the public who will continue to receive the same level of service as is now provided by the Acquired Companies. The transaction itself will not close until the Board's approval has been obtained. Thus, an expedited decision will reduce transactional uncertainty and facilitate CUSA's strategic business planning and transition efforts.

1. Name, Address and Telephone Numbers of the Parties:

For the Applicant

CUSA, LLC
c/o Stephen P. Flott, Esq.
Flott & Co. PC
PO Box 17655
Arlington, Virginia 22216
Tel: (703) 525-5110

For the Sellers

ACL Acquisition LLC, William Bergstrom, George Del Pino, Mark Kontinen, John Garrett, Bruce Bechard, Robert Finke, Ron Dillon, Sr., and Vesa Nikunen

¹Applicant is also acquiring ACL Leasing, LLC, which is a wholly-owned limited liability company without federal operating authority. ACL Leasing, LLC (USDOT #1186916) owns buses which are leased to various ACL subsidiaries for use in their operations.

c/o Barry T. Mehlman, Esq.
Pitney Hardin LLP
7 Times Square
New York, NY 10036-7311
Tel: (212) 297-5851

2. Information about the Parties

Applicant:

CUSA is wholly owned by KBUS Holdings, LLC ("KBUS"), which is a non-carrier.² After completing the transaction approved in STB Docket No. MC-F-21000, CUSA successfully reorganized the assets and businesses it acquired from Coach USA, Inc. and made several strategic acquisitions during 2004 and 2005. Today, CUSA owns twenty-three federally regulated and several non-federally regulated motor carriers.³ The CUSA group of companies generated more than \$215 million in gross revenue during 2004 and expects gross revenue for 2005 to reach \$250 million. The companies in the CUSA group operate approximately 1,100 motor coaches and over 700 other revenue vehicles in 35 states and have more than 3,700 employees. The experienced CUSA senior management team identified the acquisition of ACL as a strategic way to expand its market scope in the East and Southeast regions. Applicant expects group gross revenue for the first 12 months post-acquisition to approach \$330 million. The Acquired Companies have facilities in the six coastal states from Maryland to Florida. They currently operate collectively a fleet of more than 430 motor coaches and 110 minibuses and had, as of December 31, 2005, approximately 1,200 employees.

²Board approved the acquisition by KBUS of the assets and business conducted by 30 federally regulated motor carriers then owned by Coach USA, Inc. in STB Docket No. MC-F-21000, served July 23rd, 2003.

³Since 2003 CUSA subsidiaries have acquired the assets and operations of the following federally regulated motor carriers: Raz Transportation Company (STB Docket No. MC-F-21007, served October 8th, 2004); Pacific Coast Bus Service, Inc. (STB Docket No. MC-F-21011, served November 18th, 2004); Laidlaw Transit Services, Inc. d/b/a Roesch Lines (STB Docket No. MC-F-21009, served January 13th, 2005); and Crew Shuttle Service, Inc. (STB Docket No. MC-F-21012). A list of all of the federally regulated motor carriers owned by CUSA is attached to this application as Appendix A.

Sellers:

Sellers own all of the outstanding shares of ACL, a non-carrier, which owns 100% of the shares of the federally-regulated motor carriers listed below, all of which CUSA will control if this transaction is approved by the Board. All of the motor carriers listed below provide charter, commuter and special services to the traveling public. None of them offers scheduled service along regular routes.

- America Charters Ltd., a passenger carrier operating in the Southeastern United States pursuant to authority granted in Docket No. MC-153814;
- American Coach Lines of Atlanta, Inc., a passenger carrier operating in the Southeastern United States pursuant to authority granted in Docket No. MC-141589;
- American Coach Lines of Jacksonville, Inc., a passenger carrier operating in the Southern United States pursuant to Docket No. MC-224982;
- American Coach Lines of Miami, Inc., a passenger carrier operating in the Southern United States pursuant to Docket No. MC-47678;
- American Coach Lines of Orlando, Inc., a passenger carrier operating in the Southern United States pursuant to Docket No. MC-255382;
- Dillon's Bus Service, Inc., a passenger carrier operating in the Eastern United States pursuant to Docket No. MC-36788;
- Florida Cruise Connection, Inc. d/b/a Cruise Connection, a passenger carrier operating in the Southern United States pursuant to Docket No. MC-267620;
- Midnight Sun Tours, Inc., a passenger carrier operating in the Southern United States pursuant to Docket No.: MC-213275;

- Southern Coach Company, a passenger carrier operating in the Southern United States pursuant to Docket No.: MC-58177; and
- Southern Tours, Inc., a passenger carrier operating in the Southern United States pursuant to Docket No.: MC-182022.

In August 2003 the Board approved the acquisition by Lincolnshire Equity Fund II, VSC Partners LLC and Southeast Coach, Inc.⁴ of a number of federally-regulated motor carriers in STB Docket No. MC-F-21003, *Lincolnshire Equity Fund II, L.P. et al – Control – America Charters Ltd., et al.*, served August 18, 2003. Later in the year, the Board approved formation of American Coach Lines of Miami, Inc. in STB Docket No. MC-F-21004, *Lincolnshire Equity Fund II, L.P. et. al. – Control – American Coach Lines of Miami, Inc.*, served November 14, 2003.

After these acquisitions American Coach Lines, Inc. (MC-141589) was renamed American Coach Lines of Atlanta, Inc.; Golden Isle Coaches of Florida, Inc. (MC-224982) was renamed American Coach Lines of Jacksonville, Inc. and P&S Transportation, Inc. (MC-255382) was renamed American Coach Lines of Orlando, Inc. All are actively engaged in business today under their new names. ACL discontinued the motor carrier operations of B&A Charter Tours, Inc. (MC-170895), The McMahon Transportation Company (MC-788),⁵ Royal Tours of America, Inc. d/b/a Royal Tours (MC-202587), and Tippet Travel, Inc. d/b/a Tippet Travel & Tours (MC-174043).⁶

⁴On December 5th, 2003 Southeast Coach, Inc. filed a Certificate of Amendment with the Secretary of State of Delaware changing its name to American Coach Lines, Inc.

⁵The operating authority of this company was voluntarily surrendered on December 29th, 2005.

⁶An inactive operating authority in the name of Golden Isles Coaches, Inc. (MC-157480) of Brunswick, GA was voluntarily surrendered on December 29th, 2005. B&A Charter Tours, Inc., Royal Tours of America d/b/a Royal Tours and Tippet Travel, Inc. d/b/a Tippet Travel & Tours were already inactive.

The rest of the companies that were acquired in the two STB dockets referenced above are part of this transaction.

3. Description of the Proposed Transaction

Applicant has entered into an agreement with Sellers to buy the shares of ACL (the "Agreement"). The Agreement is scheduled to close no later than April 30, 2006 subject to, among other conditions, obtaining Board approval of this Application. Applicant's acquisition of control of ACL requires Board authorization pursuant to 49 USC § 14303(a)(3). The federal operating authorities currently held by each of the Acquired Companies will remain in the hands of each of the Acquired Companies and, upon consummation, be under Applicant's control.

4. Affiliated Motor Passenger Carriers, their Operations and Relationships

There are no other affiliated carriers involved in the application. The CUSA interests are not affiliated with any carriers other than those described. Sellers control ACL, which controls no other motor carriers other than those identified in this Application.

5. Jurisdictional Statement

The Board has jurisdiction over this matter under 49 USC 14303(g), because the annual aggregate gross operating revenues of the carriers involved significantly exceed \$2 million.

6. Environmental Impact

The parties assert approval of this application will not constitute a Federal action having a significant effect on the quality of the human environment and the conservation of energy resources. There will be no material operational changes as a consequence of the transaction described in this application.

7. Consistency with the Public Interest

Adequacy of Transportation Services to the Public

The proposed transaction will have no adverse impact on the adequacy of transportation services available for the public.

The proposed transaction involves the acquisition of control over active motor carrier businesses owned and operated by a company that has demonstrated its ability to succeed in the passenger transportation business. Backed by a respected private-equity firm with a history of commitment to the businesses that it acquires, the Applicant has expanded steadily since first entering the motor coach business in 2003.

Each of the Acquired Companies is a successful motor carrier, which provides significant motor passenger carrier services to the public. CUSA intends to continue the businesses of each of the carriers over which it is acquiring control, essentially in the same manner in which it is now being conducted. The public will not be adversely affected by the transaction. Rather, CUSA will integrate the Acquired Companies into its management structure and extend the advantages of its volume purchasing power in areas such as equipment and fuel to the Acquired Companies. This will improve the ability of these entities to provide efficient public service.

Board approval of this Application also will relieve Applicants of the need to seek state approval that might otherwise be required. This will reduce regulatory burdens and allow the transaction to proceed in an efficient manner.

Fixed Charges

The proposed transaction will have no adverse effect on total fixed charges.

Employee Interests

Employees of the Acquired Companies will not be adversely affected by the transaction. Although not contractually obligated to continue employment of the employees of the Acquired Carriers, all of the qualified employees will continue their employment following the acquisition.

8. Safety Fitness Ratings

The carriers over which CUSA is acquiring control have satisfactory ratings or are unrated. See Exhibit B attached hereto. CUSA, which does not conduct motor carrier operations itself, has no fitness rating. With one exception, all of the existing CUSA federally-regulated motor carrier subsidiaries have satisfactory ratings or are unrated. See Exhibit A attached hereto.

9. Insurance

All of the motor carriers over which CUSA is obtaining control in this transaction have in place the required \$5 million of BIPD insurance.


10. Mexican Domicile or Control

CUSA is not domiciled in Mexico or controlled by persons of that country.

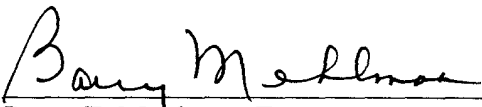
Respectfully submitted,

For CUSA, LLC

For American Coach Lines, Inc.,
ACL Acquisition, LLC, William Bergstrom,
George Del Pino, Mark Konttinen, John
Garrett, Bruce Bechard, Robert Finke, Ron
Dillon, Sr., and Vesa Nikunen



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Fax: 703-525-5122



Barry T. Mehlman, Esq.
Pitney Hardin LLP
7 Times Square
New York, NY 10036-7311
Tel: 973-966-8192
Fax: 973-966-1015

CUSA, LLC Entities with MC#, USDOT #, DOT Safety Rating & EIN

Carrier Name	MC #	US DOT #	Safety Rating	EIN
CUSA, LLC	MC # 471723	1183818	Unrated	65-1193523
CUSA ASL, LLC d/b/a Arrow Stage Lines	MC # 465199	1167618	Unrated	20-0152030
CUSA AT, LLC d/b/a Americoach Tours	MC # 463166	1167631	Unrated	20-0152071
CUSA AWC, LLC d/b/a All West Coachlines	MC # 465200	1167523	Conditional	20-0152084
CUSA BCCAE, LLC d/b/a Blackhawk-Central City Ace Express	MC # 463169	1167642	Unrated	20-0152017
CUSA CC, LLC d/b/a Airport Bus of Bakersfield	MC # 465201	1167647	Unrated	20-0151999
CUSA CC, LLC d/b/a Antelope Valley Bus	MC # 463167	1167647	Unrated	20-0151999
CUSA CC, LLC d/b/a California Charters	MC # 465198	1167647	Unrated	20-0151999
CUSA CSS, LLC d/b/a Crew Shuttle Services	MC # 522544	1364895	Unrated	20-2731244
CUSA EE, LLC d/b/a El Expreso	MC # 463171	1167656	Unrated	20-0151982
CUSA ELKO, LLC d/b/a K-T Contract Services Elko	MC # 467153	1167661	Unrated	20-0154648
CUSA ES, LLC d/b/a Express Shuttle	MC # 463168	1167664	Unrated	20-0151941
CUSA FL, LLC d/b/a Franciscan Lines	MC # 465197	1167666	Unrated	20-0151920
CUSA FTT, LLC d/b/a Fun Time Tours	MC # 463172	1167670	Unrated	20-0151907
CUSA GBL, LLC d/b/a Grosvenor Bus Lines	MC # 463174	1167668	Unrated	20-0151920
CUSA GCBS, LLC d/b/a Goodall's Charter Bus Service	MC # 463173	1167671	Satisfactory	20-0151891
CUSA GCT, LLC d/b/a Gulf Coast Transportation	MC # 465196	1167675	Satisfactory	20-0151833
CUSA KBC, LLC d/b/a Kerrville Bus Company	MC # 463270	1167678	Unrated	20-0151808
CUSA K-TCS, LLC d/b/a K-T Contract Services	MC # 463271	1167677	Unrated	20-0151741
CUSA K-TCS, LLC d/b/a Arizona Charters	MC # 468081	1167677	Unrated	20-0151741
CUSA NC, LLC d/b/a Nevada Charters	MC # 465263	1167637	Unrated	20-0151724
CUSA PCSTC, LLC d/b/a Pacific Coast Sightseeing Tours & Charters	MC # 463273	1167672	Unrated	20-0151701
CUSA PRTS, LLC d/b/a Powder River Transportation Services	MC # 463274	1167669	Satisfactory	20-0151591
CUSA RAZ, LLC d/b/a Raz Transportation Company	MC # 499453	1285207	Unrated	20-1610640

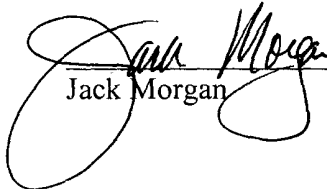
STB Docket No. MCF-21014 - Appendix B**Federally Regulated Motor Carriers being acquired by CUSA from Sellers**

Carrier	MC Number	DOT Number	Safety Rating
America Charters Ltd.	153814	191032	Satisfactory
American Coach Lines of Atlanta, Inc.	141589	162219	Satisfactory
American Coach Lines of Jacksonville, Inc.	224982	201605	Satisfactory
American Coach Lines of Miami, Inc.	476678	1203231	None
American Coach Lines of Orlando, Inc.	255382	468999	Satisfactory
Dillons Bus Service Inc.	36788	187443	Satisfactory
Florida Cruise Connection, Inc. d/b/a Cruise Connection	267620	536011	None
Midnight Sun Tours Inc.	213275	885412	None
Southern Coach Company	58177	90877	Satisfactory
Southern Tours Inc.	182022	275969	Satisfactory

VERIFICATION

I, Jack Morgan, Chief Financial Officer of CUSA, LLC, declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Application of CUSA, LLC and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of CUSA, LLC, the purchaser of the shares being acquired from the Sellers. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 USC 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 USC 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Dallas, Texas, this 20^A day of January 2006.




Jack Morgan

VERIFICATION

I, Mark Konttinen, Chief Executive Officer, American Coach Lines, Inc., declare under penalty of perjury, under the laws of the United States of America, that I have read the foregoing Verified Application of CUSA, LLC and that its assertions are true and correct to the best of my knowledge, information and belief. I further declare that I am qualified and authorized to submit this verification on behalf of American Coach Lines, Inc. and the other Sellers named herein. I know that willful misstatements or omissions of material facts constitute Federal criminal violations punishable under 18 USC 1001 by imprisonment up to five years and fines up to \$10,000 for each offense. Additionally, these misstatements are punishable as perjury under 18 USC 1621, which provides for fines up to \$2,000 or imprisonment up to five years for each offense.

Dated at Lake Worth, Florida, this 24 day of January 2005.



Mark Konttinen
Chief Executive Officer

Certificate of Service

I hereby certify that I have served a copy of the foregoing Application on the following entities by serving a copy thereof as follows:

By causing to be hand delivered to:

Director of Operations
Antitrust Division – Pre-merger Notification Unit
US Department of Justice
950 Pennsylvania Avenue, NW, Room 3335
Washington, DC 20004-2904

Premarmer Notification Office
Bureau of Competition
Federal Trade Commission
600 Pennsylvania Avenue, NW, Room 303
Washington, DC 20580

By mailing a copy thereof, via first class mail, postage prepaid, to:

Chief, Licensing & Insurance Division
U.S.D.O.T. Office of Motor Carriers-HIA 30
400 Virginia Avenue, SW, Suite 600
Washington, DC 20004

Graham Fountain
Director, Motor Carrier Compliance
Florida Department of Transportation
1815 Thomasville Road
Tallahassee, FL 32303-5750

Georgia Public Service Commission
Transportation Unit
244 Washington Street S.W.
Atlanta, Georgia 30334-5701

Joan Bauer
Director, Transportation Division
Maryland Public Service Commission
William D. Schaefer Tower
6 St. Paul Street, 12th Floor
Baltimore, MD 21202

Barbara Sharp
Motor Carrier Operations
North Carolina Utilities Commission
4325 Mail Service Center
Raleigh, NC 27699-4325

Charles Terreni
Chief Clerk and Administrator
Public Service Commission of South Carolina,
101 Executive Center Dr., Suite 100
Columbia, SC 29210

Virginia Department of Motor Vehicles
Motor Carrier Services
P. O. Box 27412
Richmond, VA 23269

Dated at Arlington, Virginia, this 23rd day of January 2006.



Stephen Flott